

MARVEL
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CODE
AUTHORITY



PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS FOSTERED THE YOUNG MUTANTS WHO ARE THE PRESENT MEMBERS OF X-FACTOR AND THE X-MEN.

NOW, MOST MEMBERS OF BOTH TEAMS HAVE FALLEN, THE SCHOOL HAS BEEN DESTROYED.

AND MR. SINISTER, LEADER OF THE MARAUDERS, STANDS TRIUMPHANT AMIDST THE RUBBLE, CLUTCHING JEAN GREY, HIS PRIZE.

BETWEEN SINISTER AND HIS GOAL STANDS A TREMBLING FIGURE...

IGNORE LONGSHOT, POLARIS. HE IS HARDLY WORTH YOUR EFFORT.

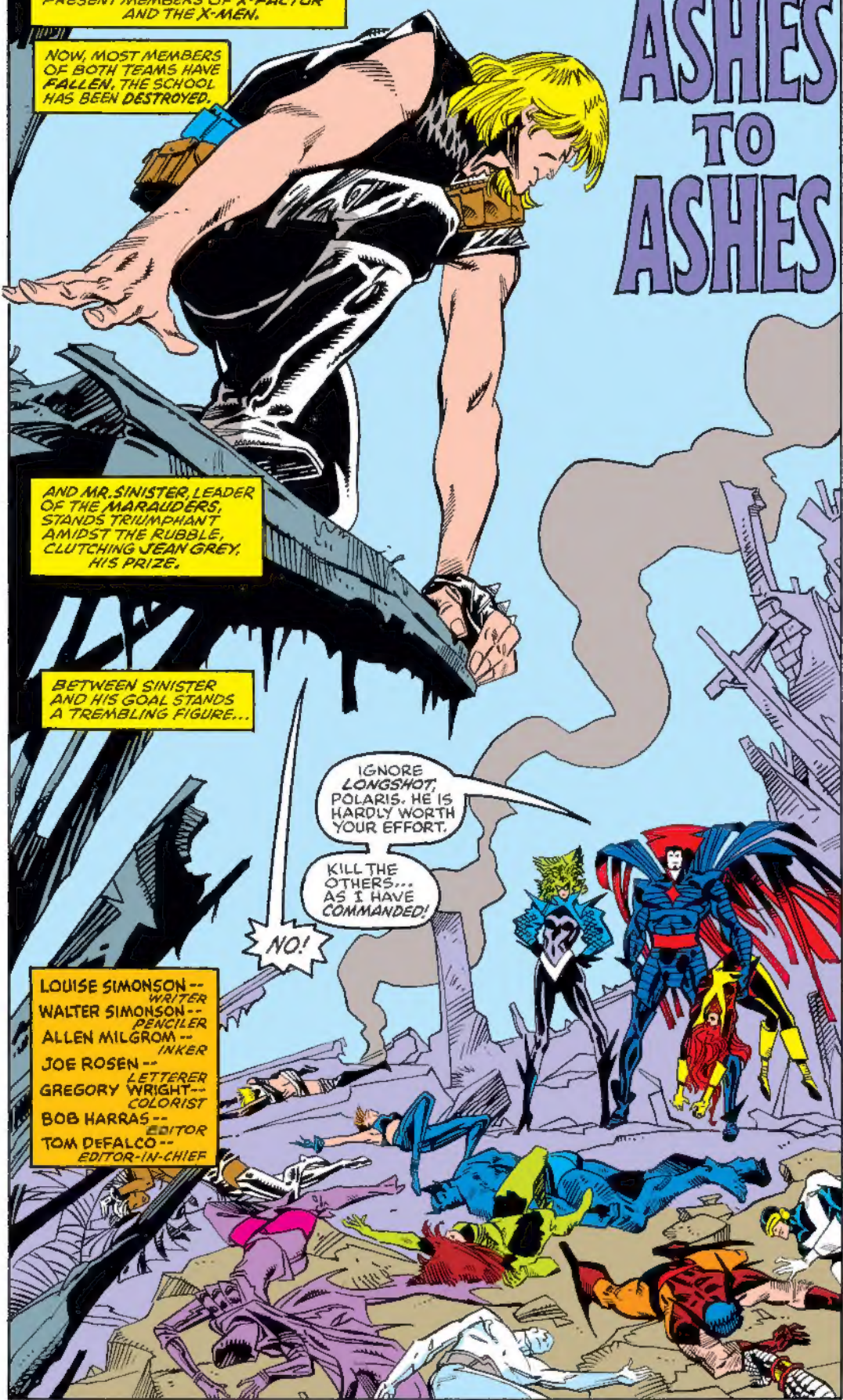
KILL THE OTHERS... AS I HAVE COMMANDED!

NO!

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ASHES TO ASHES

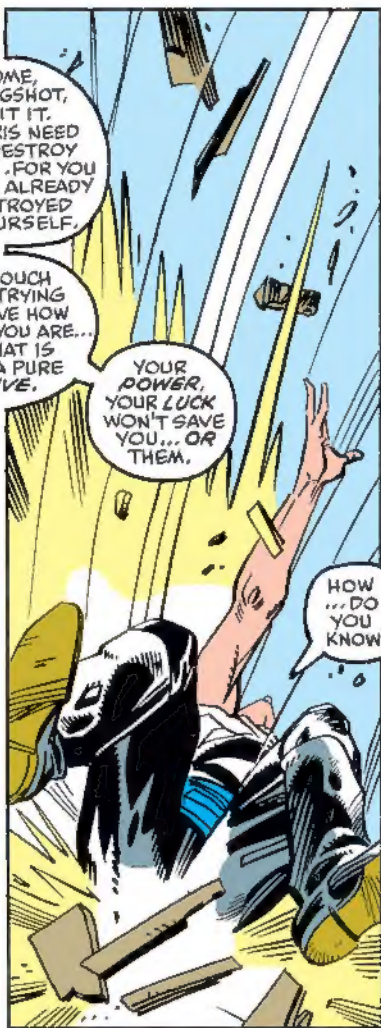




COME, LONGSHOT, ADMIT IT. POLARIS NEED NOT DESTROY YOU... FOR YOU HAVE ALREADY DESTROYED YOURSELF.

YOU CROUCH THERE, TRYING TO PROVE HOW BRAVE YOU ARE... BUT THAT IS NOT A PURE MOTIVE.

YOUR POWER, YOUR LUCK WON'T SAVE YOU... OR THEM.

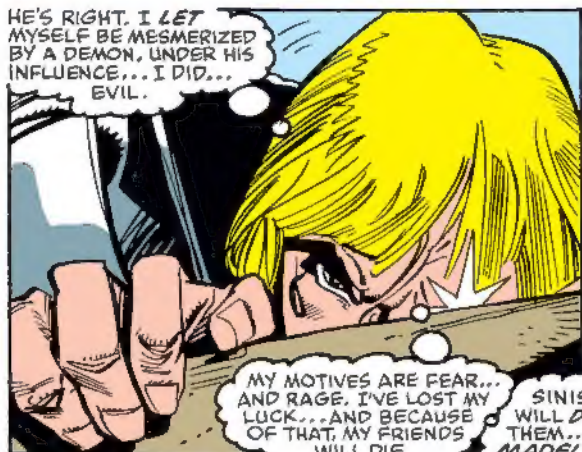


HOW... DO YOU KNOW?



"KNOW THY ENEMY." I'VE MADE A STUDY OF YOU ALL. I FEARED YOU ALL WERE DEAD...

...AND THAT I'D BE DENIED THE PLEASURE OF KILLING YOU MYSELF!



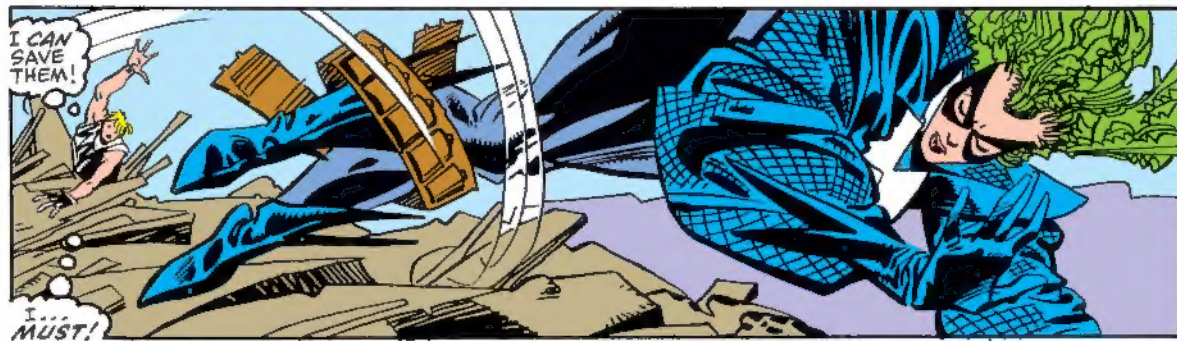
HE'S RIGHT. I LET MYSELF BE MESMERIZED BY A DEMON, UNDER HIS INFLUENCE... I DID... EVIL.

MY MOTIVES ARE FEAR... AND RAGE. I'VE LOST MY LUCK... AND BECAUSE OF THAT, MY FRIENDS WILL DIE.



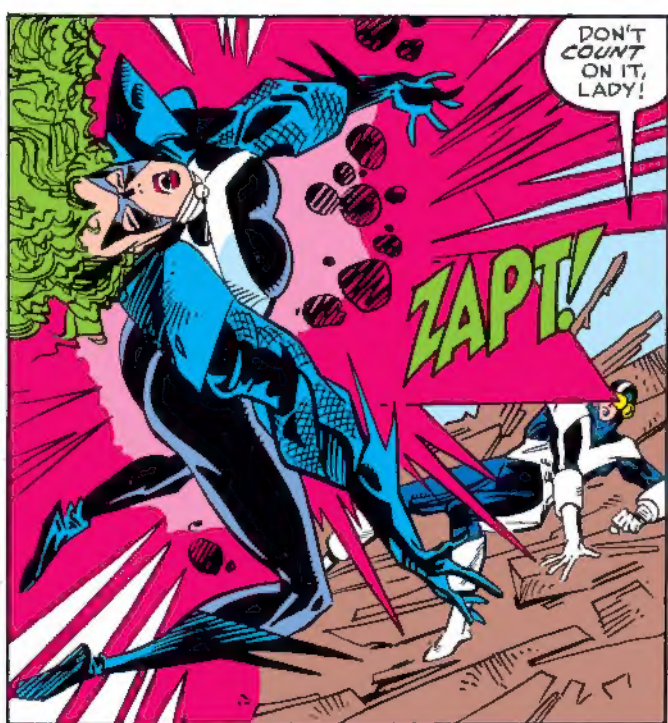
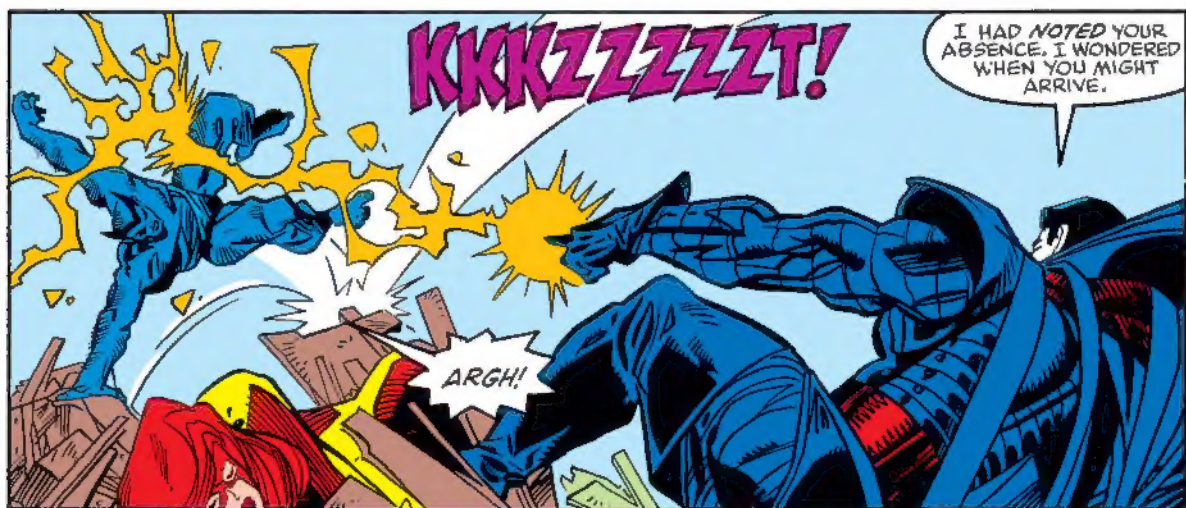
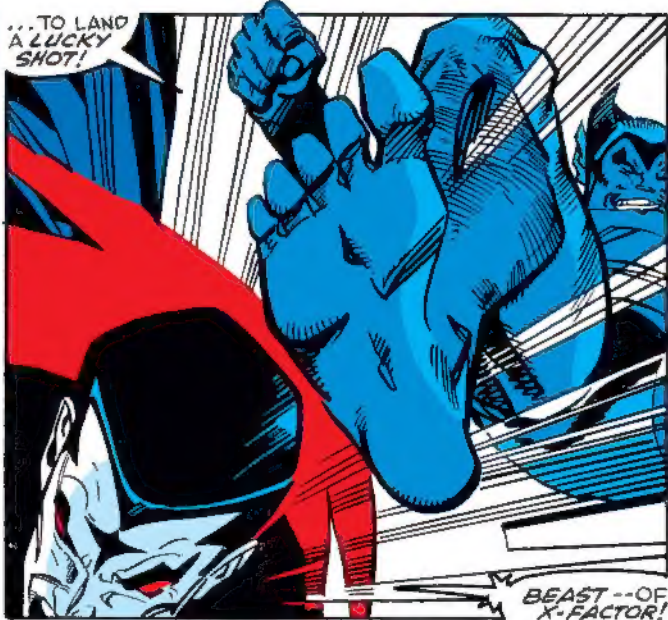
...AND ALL OF HIS OTHER VICTIMS. HE'LL WIN AGAIN, BUT ONLY IF I LET HIM...!

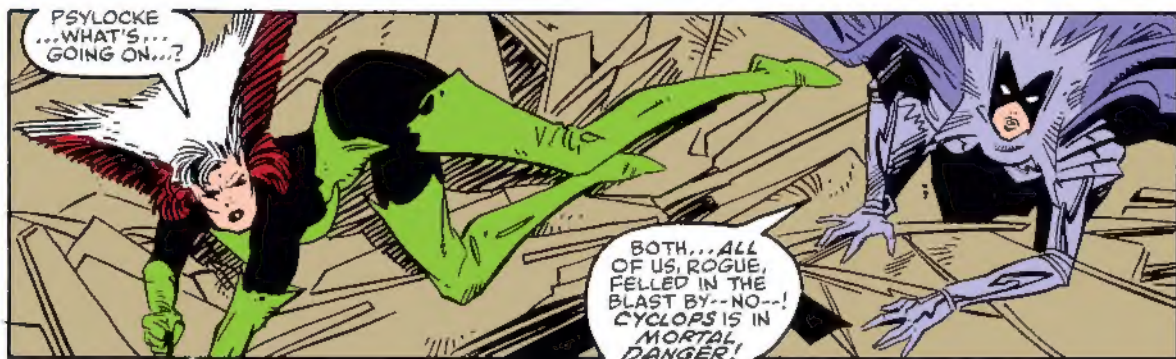
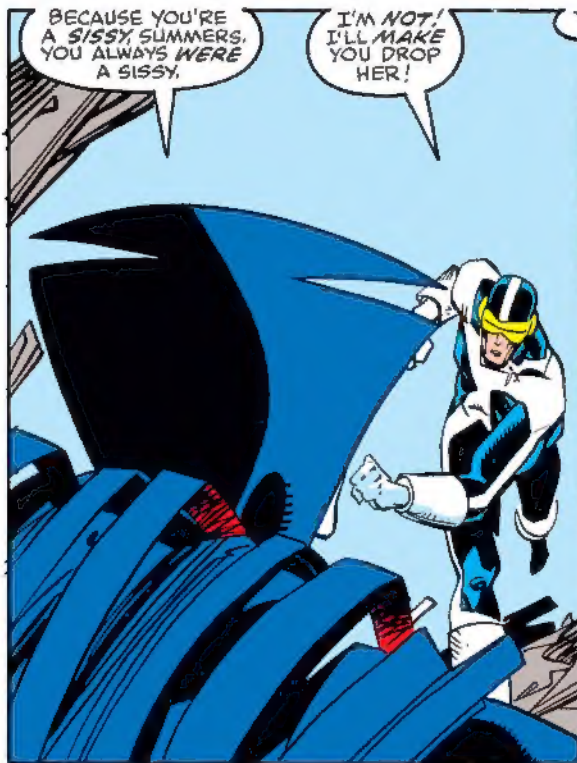
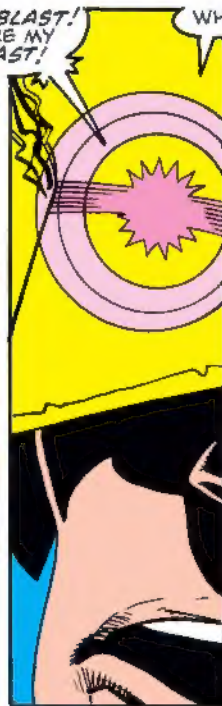
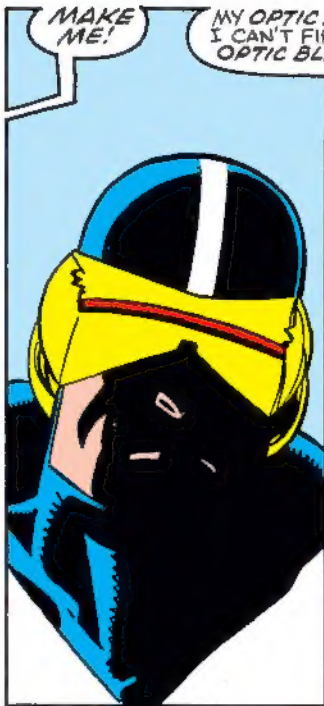
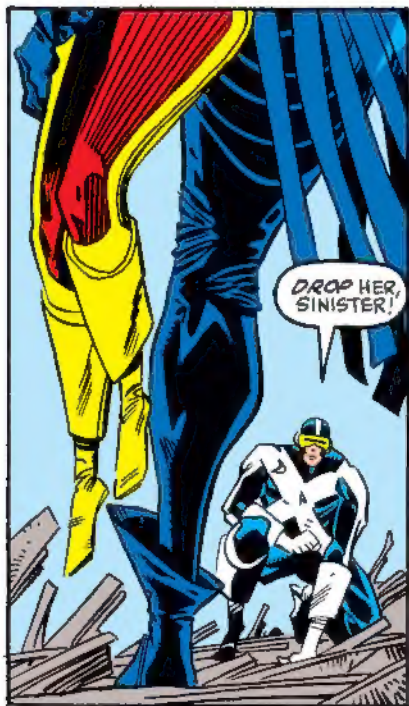
SINISTER WILL DESTROY THEM... LIKE MADELYNE...

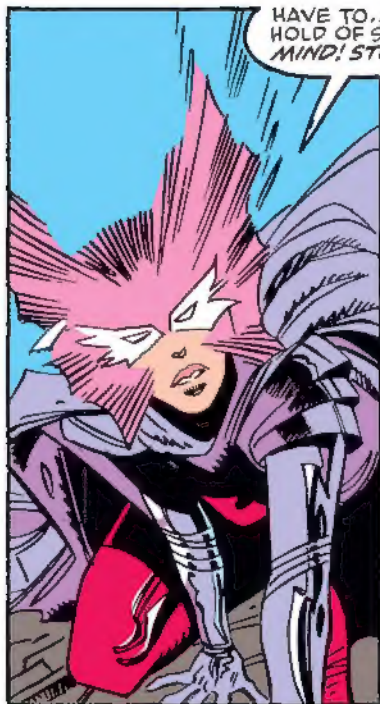


I CAN SAVE THEM!

I... MUST!



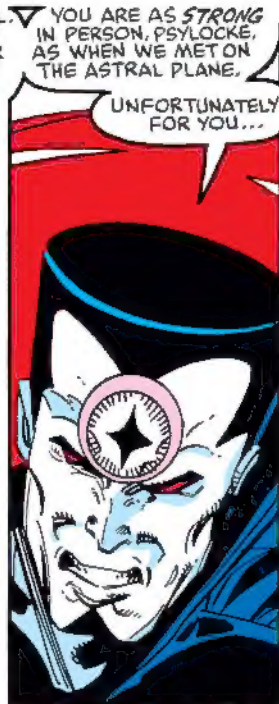




HAVE TO... GRAB
HOLD OF SINISTER'S
MIND! STOP HIM...!



WELL, WELL.
PSYLOCKE
REARS HER
TELEPATHIC
HEAD!



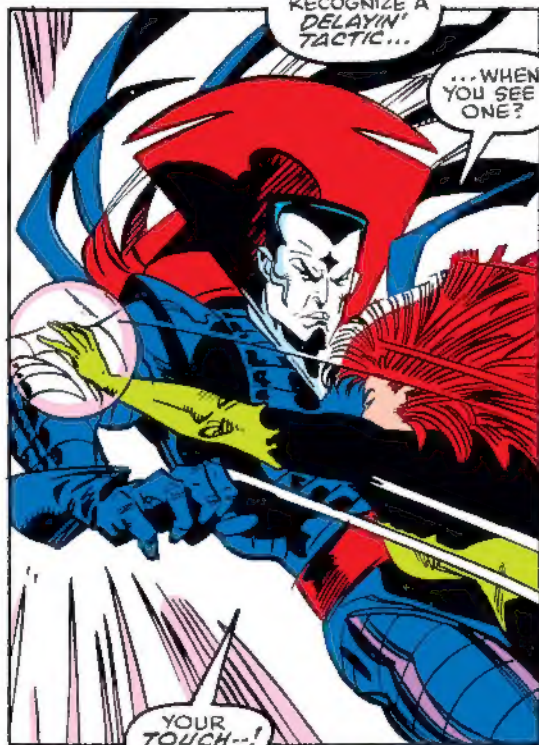
YOU ARE AS STRONG
IN PERSON, PSYLOCKE,
AS WHEN WE MET ON
THE ASTRAL PLANE.

UNFORTUNATELY
FOR YOU...



... THAT IS
NOT STRONG
ENOUGH!

KKRACKKKTT!



HEY, TOOTS!
DON'T YOU
RECOGNIZE A
DELAYIN'
TACTIC...

... WHEN
YOU SEE
ONE?

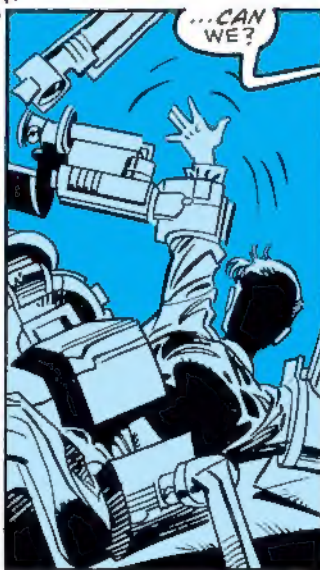
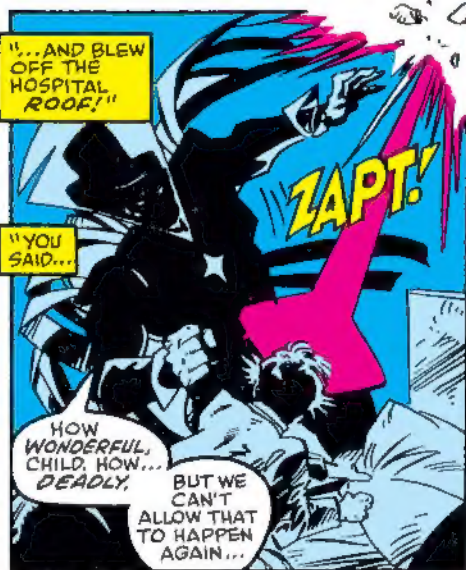
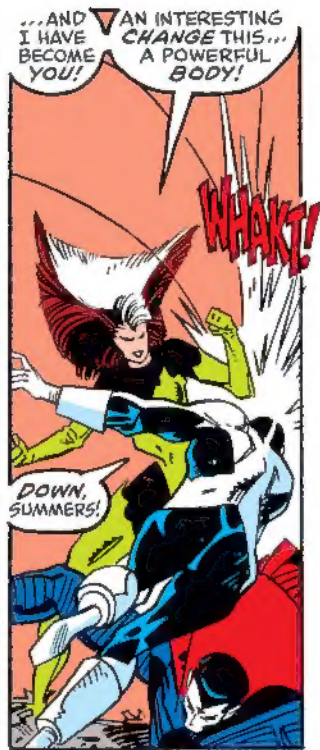
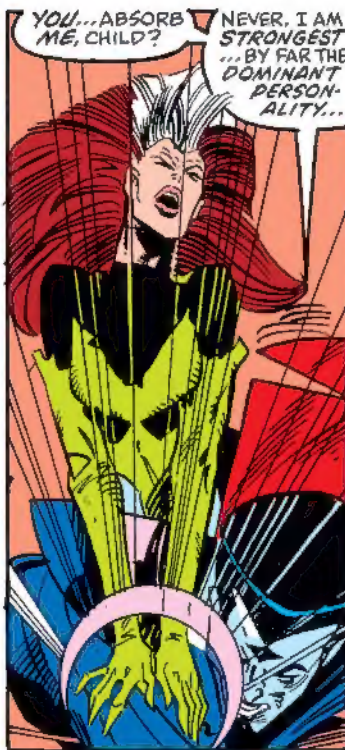
YOUR
TOUCH--!

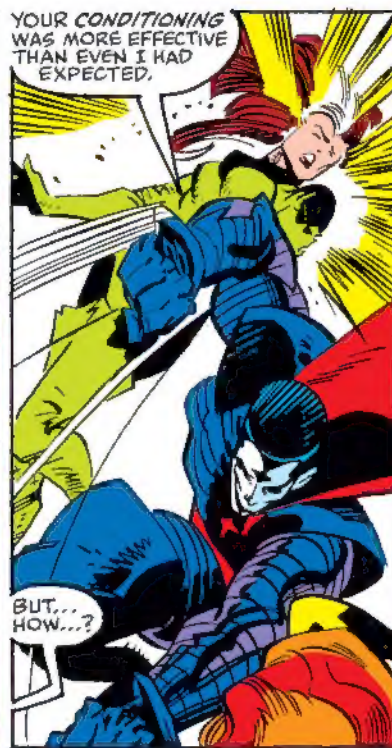


DRAINS
YOU,
SUGAH!

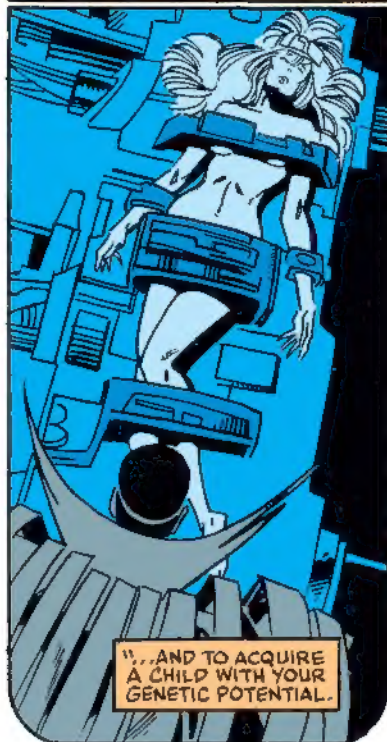
SEE...?

UNGGGH!





"I GREW MADELYNE IN YOUR LOST LOVE JEAN GREY'S IMAGE... AND USED MADELYNE TO DRIVE YOU AWAY FROM THE X-MEN..."



"...AND TO ACQUIRE A CHILD WITH YOUR GENETIC POTENTIAL."

I WAS MOVING IN ON YOU IN ALASKA WHEN THE REAL JEAN REAPPEARED... AND LURED YOU TO X-FACTOR.

I CHOSE TO CUT MY LOSSES. DESTROY MADELYNE BEFORE HER UNCANNY LIKENESS TO JEAN... DOWN TO HER VERY GENETIC STRUCTURE... COULD REVEAL MY EXISTENCE.

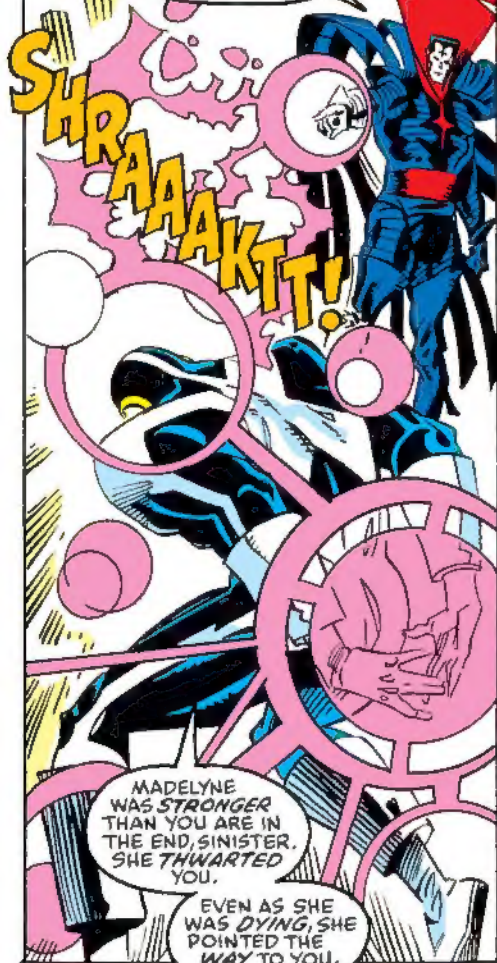
AFTER ALL, I HAD HER CHILD... WHO WILL BE MORE POWERFUL THAN EITHER PARENT, AND NOW I HAVE JEAN!

KEEP AWAY FROM HER!

DO NOT INTERRUPT, CHILD, WHEN YOUR BETTERS ARE SPEAKING. REMEMBER...



...I GIVE THE ORDERS HERE!



SHRAAAAKTT!

MADELYNE WAS STRONGER THAN YOU ARE IN THE END, SINISTER. SHE THWARTED YOU.

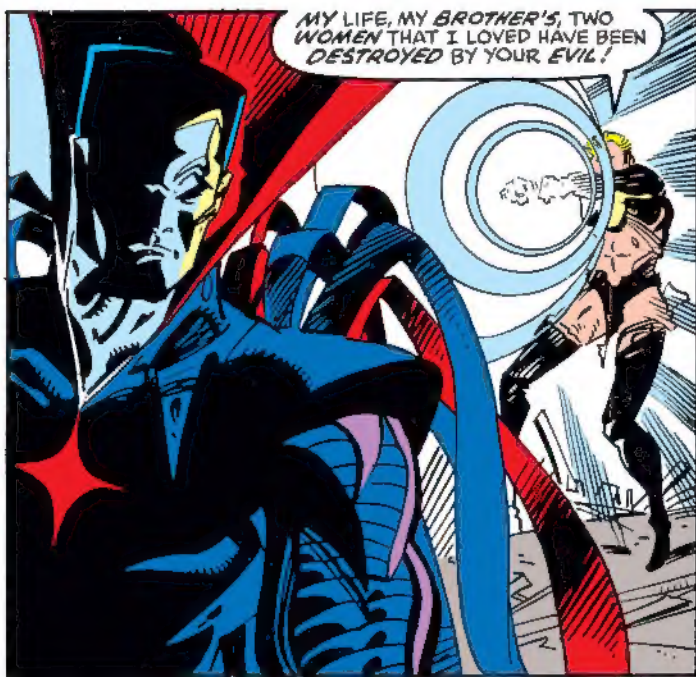
EVEN AS SHE WAS DYING, SHE POINTED THE WAY TO YOU.

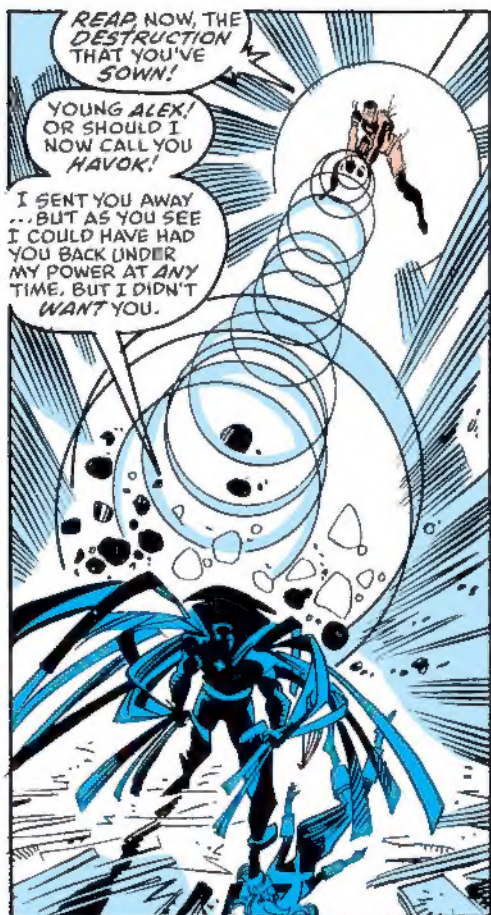
IN SENDING YOU TO ME, CYCLOPS, SHE ASSURED HERSELF OF YOUR DESTRUCTION.

NO WAY, SINISTER!



MY LIFE, MY BROTHER'S, TWO WOMEN THAT I LOVED HAVE BEEN DESTROYED BY YOUR EVIL!

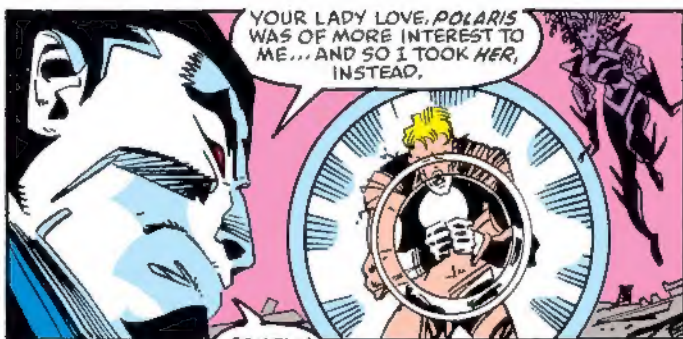




REAP NOW, THE
DESTRUCTION
THAT YOU'VE
SOWN!

YOUNG ALEX,
OR SHOULD I
NOW CALL YOU
HAVOK!

I SENT YOU AWAY
...BUT AS YOU SEE
I COULD HAVE HAD
YOU BACK UNDER
MY POWER AT ANY
TIME, BUT I DIDN'T
WANT YOU.

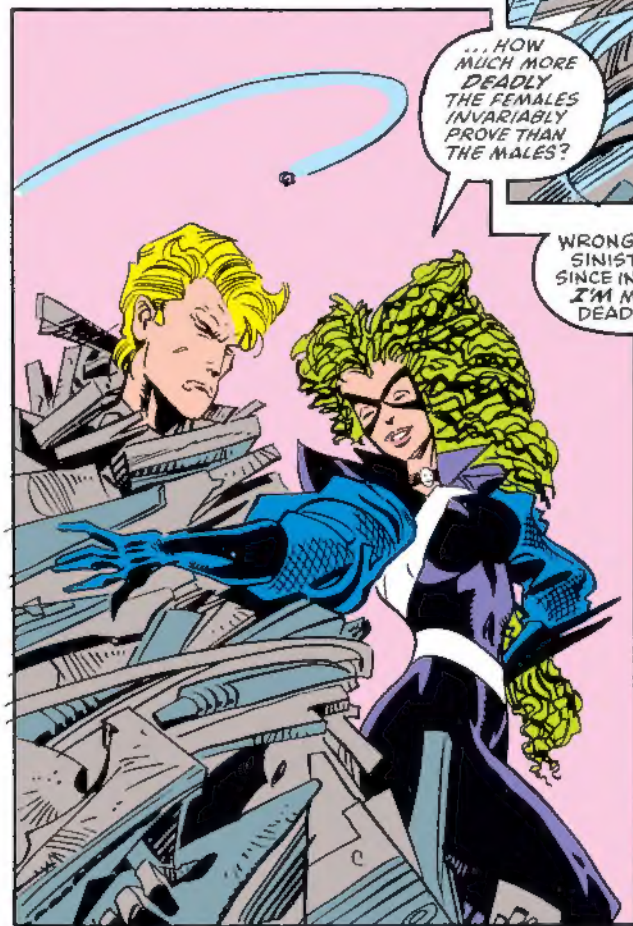


YOUR LADY LOVE, POLARIS
WAS OF MORE INTEREST TO
ME... AND SO I TOOK HER,
INSTEAD.

CONTAIN
HIM,
MALICE!

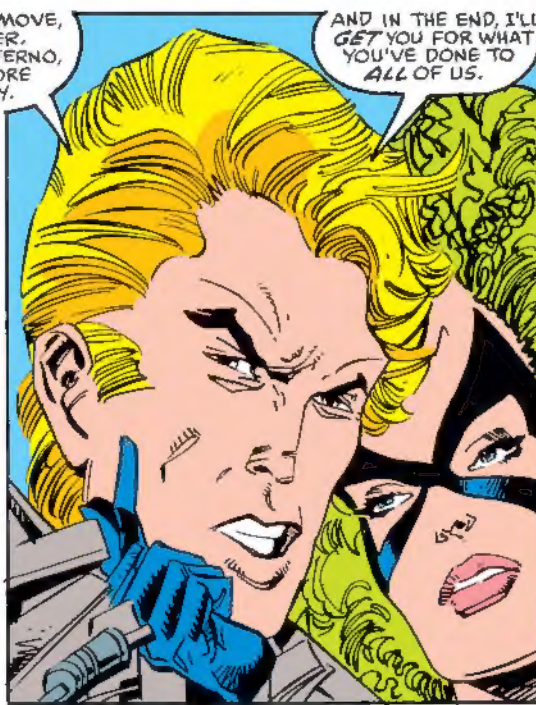


WONDERFUL,
ISN'T IT,
DARLING...

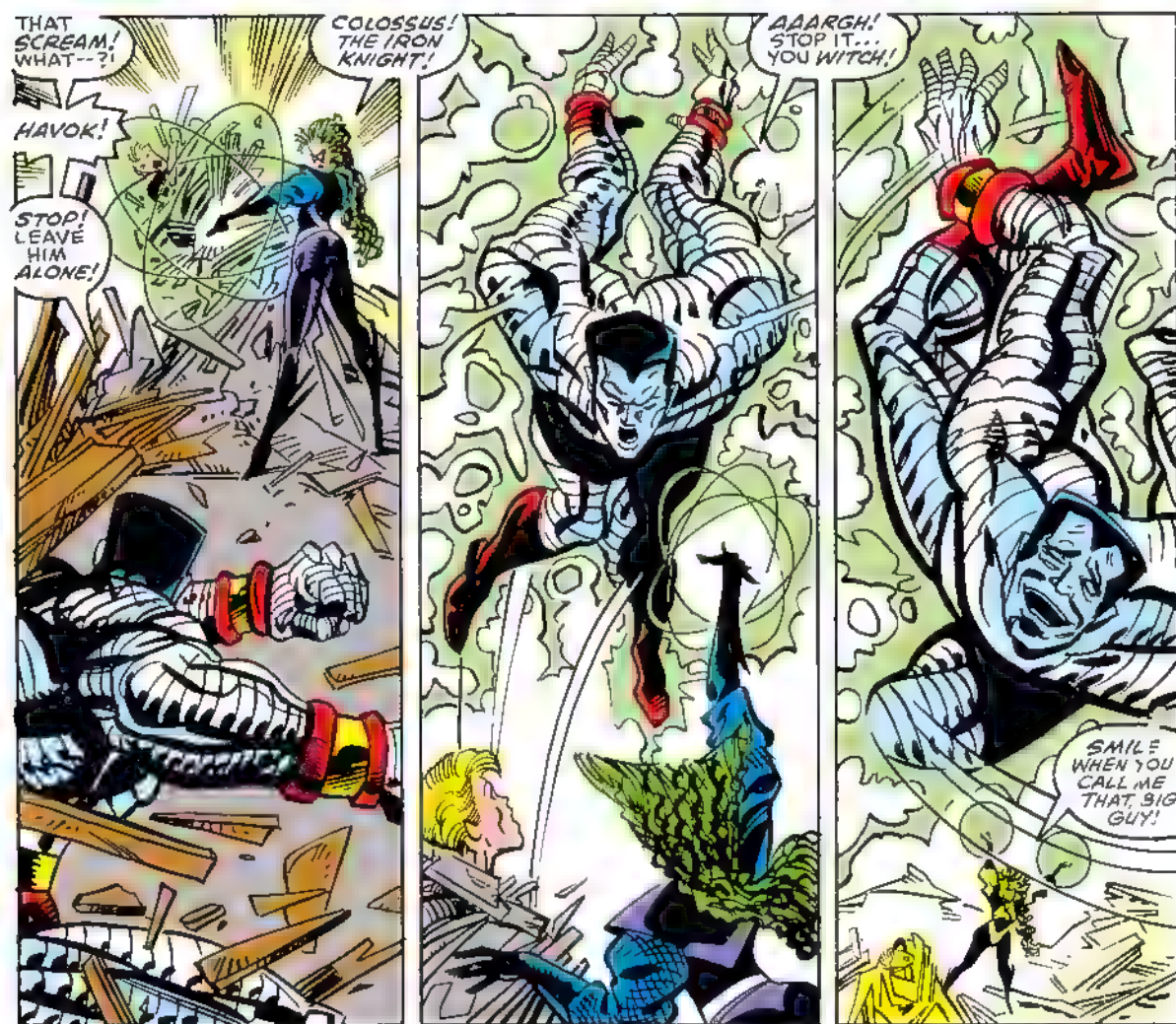
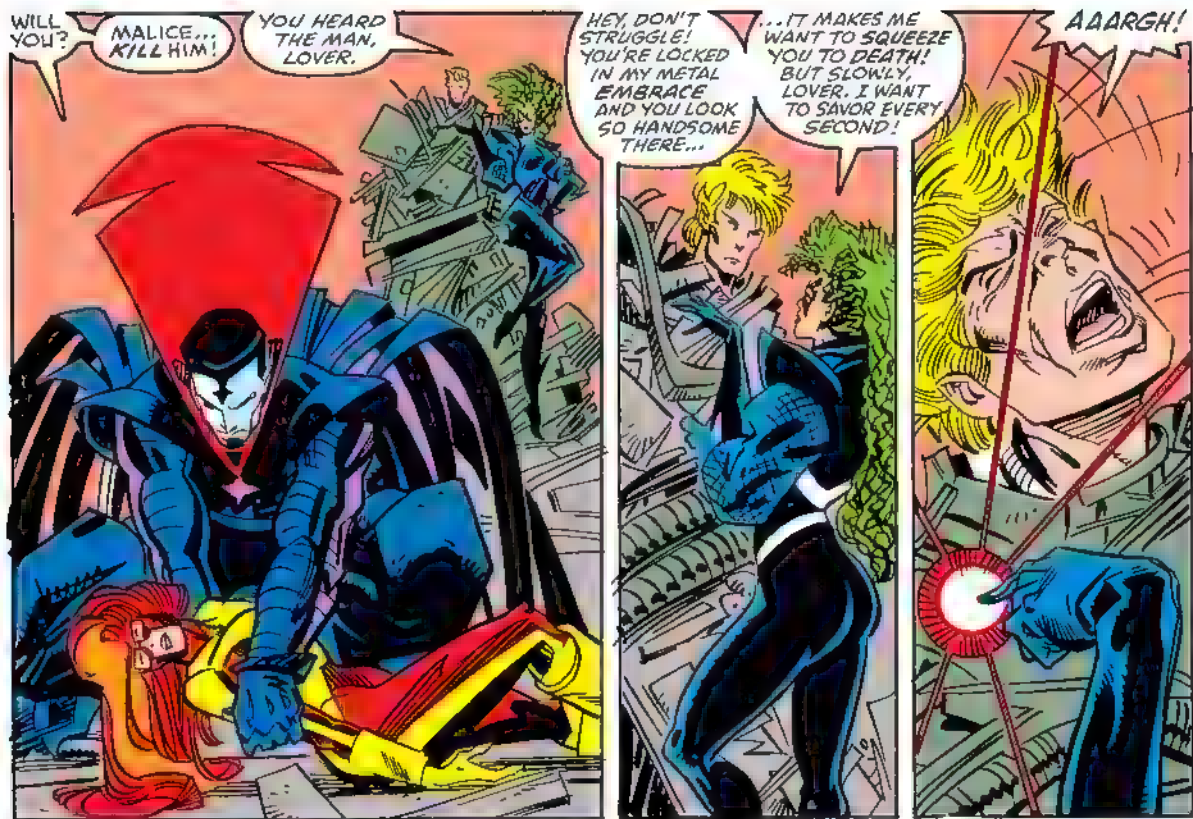


...HOW
MUCH MORE
DEADLY
THE FEMALES
INVARIABLY
PROVE THAN
THE MALES?

WRONG MOVE,
SINISTER.
SINCE INFERNO,
I'M MORE
DEADLY.



AND IN THE END, I'LL
GET YOU FOR WHAT
YOU'VE DONE TO
ALL OF US.



YOU SEE, MY DEAR SCOTT? YOUR PUNY MUTANTS CAN DO NOTHING AGAINST ME AND MINE.

YOU ARE PUTTY IN OUR HANDS.

STOP TOYING WITH THEM, POLARIS. KILL THEM!

NO!

I GIVE THE ORDERS HERE!

SHRAAAKT!

YEARRRGH! MY... HEAD! ACHES...

HEADACHES. IN THE ORPHANAGE, MY HEAD ACHED... LIKE THIS, THEY SAID IT WAS... FROM BRAIN DAMAGE, CAUSED BY MY FALL...

... BUT YOU CAUSED IT! WHY CAN'T I REMEMBER...?

"OH, THERE WAS DAMAGE, SCOTT. I PUT BLOCKS ON YOUR POWER, UNTIL YOU COULD LEARN TO CONTROL IT, AND UNTIL YOU LEARNED WHO WAS YOUR MASTER.

"BUT, IN THE END, YOU NEVER DID LEARN, EITHER TO ACCEPT ME... OR TO CONTROL YOUR POWER.

"FINALLY I WAS FORCED TO RESORT TO PHYSICAL CONTROLS, RUBY QUARTZ GLASSES WHICH WOULD HOLD BACK YOUR OPTIC BLAST."

"A TECHNICALLY DIFFICULT JOB, SINCE YOUR CONSCIOUS MIND COULD NEVER BE AWARE OF MY EXISTENCE.

"I HAD TO BURY THE TRUTH SO DEEPLY, SCREEN MY EXISTENCE SO HEAVILY, THAT EVEN A MASTER TELEPATH WOULD NOT SUSPECT ME.



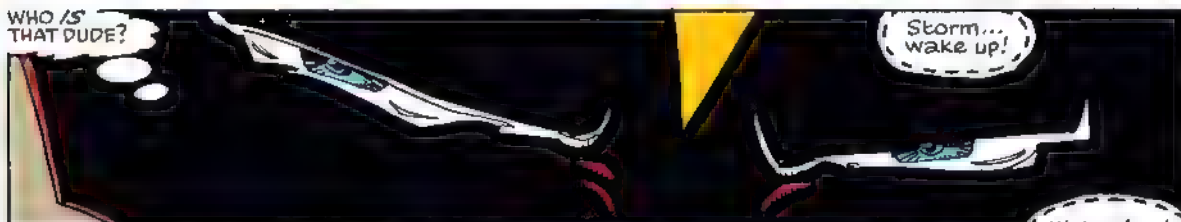
YOU WERE MY FIRST FAILURE. I COULD HAVE DESTROYED YOU, BUT IT SEEMED WASTEFUL... AT THE TIME.

I DIDN'T KNOW THEN WHAT I KNOW NOW. IT DOESN'T MATTER, ANY LONGER. THERE IS THE CHILD, YOUR SON...

...AND TIME IS ON MY SIDE.

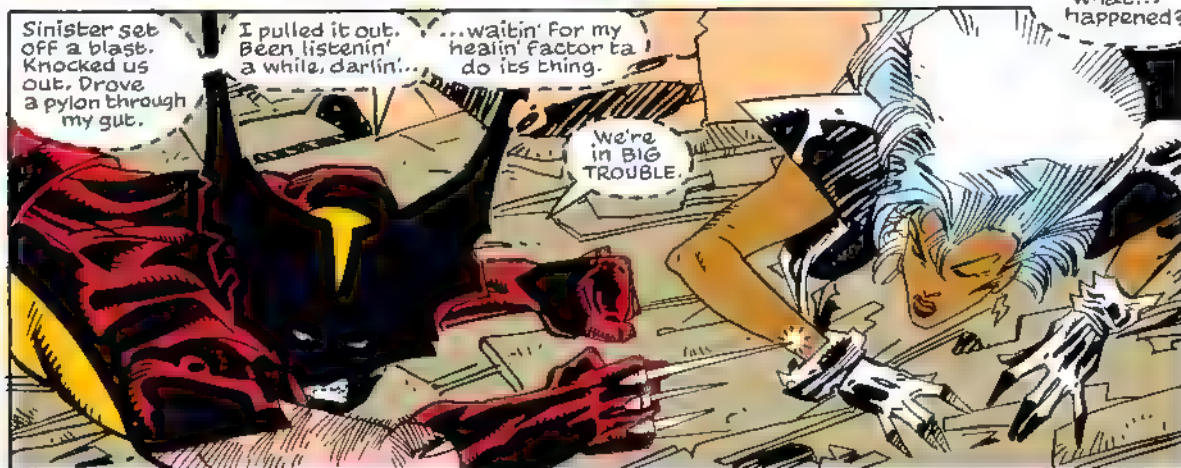


Unhhh...



WHO IS THAT DUDE?

Storm... wake up!



Sinister set off a blast. Knocked us out. Drove a pylon through my gut.

I pulled it out. Been listenin' a while, darlin'...

...waitin' for my healin' factor ta do its thing.

We're in BIG TROUBLE.

Wolverine! What... happened?



We will need a PLAN.

Psylock... Betsy, wake up!

WHAT???



Locate X-Factor and the X-Men... and link us TELEPATHICALLY! We need to share impressions...

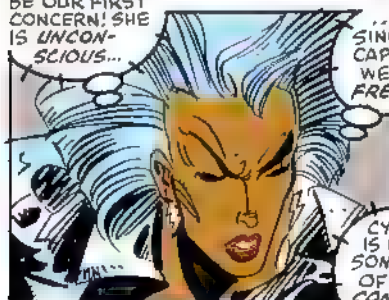
DONE! EXCEPT FOR CYCLOPS AND JEAN, I CAN'T GET THROUGH TO THEM.

CAN'T PROBE TOO HARD. HAVE TO BE CAREFUL.

SINISTER KNOWS US. HE'S STUDIED US! AND HE'S IMMENSELY POWERFUL.

HE SEEMS TO BE IMPERVIOUS TO OUR POWERS... AND ABLE TO COUNTER ANY ATTACK.

JEAN'S SAFETY MUST BE OUR FIRST CONCERN! SHE IS UNCONSCIOUS...

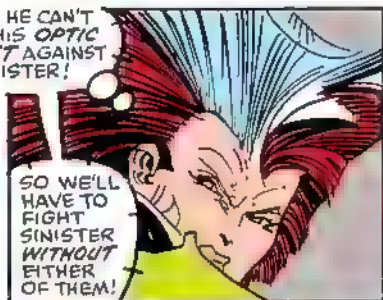


...AND SINISTER'S CAPTIVE. WE MUST FREE HER!

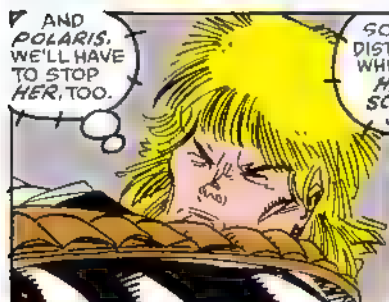
CYCLOPS IS UNDER SOME FORM OF MIND CONTROL.



YEAH. HE CAN'T USE HIS OPTIC BLAST AGAINST SINISTER!



SO WE'LL HAVE TO FIGHT SINISTER WITHOUT EITHER OF THEM!



AND POLARIS. WE'LL HAVE TO STOP HER, TOO.

SO FIRST WE DISTRACT SINISTER, WHILE WE FREE HAVOK AND SCOTT AND JEAN!



THEN USE OUR POWERS IN CONCERT TO DESTROY HIM!



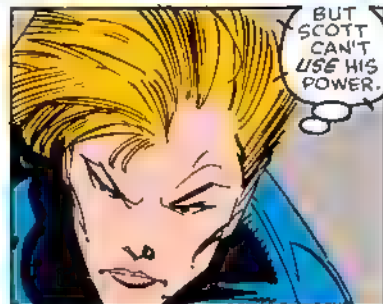
WAIT! SINISTER'S IMPERVIOUS TO US... HE DOESN'T CARE IF WE ATTACK AT HIM...



...AND YET, HE WENT TO A LOT OF TROUBLE TO MAKE SURE SCOTT COULDN'T! WHY? WHY SCOTT?



MAYBE HE'S AFRAID OF CYKE'S POWER. SINISTER MUST BE VULNERABLE TO SOMETHING IN HIS OPTIC BEAM.



BUT SCOTT CAN'T USE HIS POWER.



THAT'S WHAT SINISTER THINKS!

SAVE JEAN AND GET ME OUT OF HERE. DO WHAT YOU CAN TO PUT A DENT IN SINISTER...

...AND I'LL HANDLE MY BROTHER.

SKRASH!

THE
DEATHANGEL!

DEATH
TO YOU,
SINISTER!

CYCLOPS
WAS THE
MOST MORAL
AND UPRIGHT
OF MEN.

EVEN AS I SAW
IT HAPPEN, I
WONDERED...
HOW COULD HE,
OF ALL MEN,
LEAVE HIS
WIFE?

NOW I
KNOW.

YOU WERE
MANIPULATING
SCOTT... AS
APOCALYPSE
MANIPULATED
ME.

SLIKT!
SLIKT!

APOCALYPSE'S
TENET IS THAT
THE STRONG
SURVIVE.

SHRAKT!

I'LL MAKE
CERTAIN
THAT YOU
AREN'T ONE
OF THEM!

FOR ALL YOUR
SPEED...AND THE
POWER OF YOUR
NEURON DIS-
RUPTORS...YOU
WILL NOT PRE-
VAIL AGAINST
ME!

AARGH!

SINISTER,
YOU
WERE
NOT...

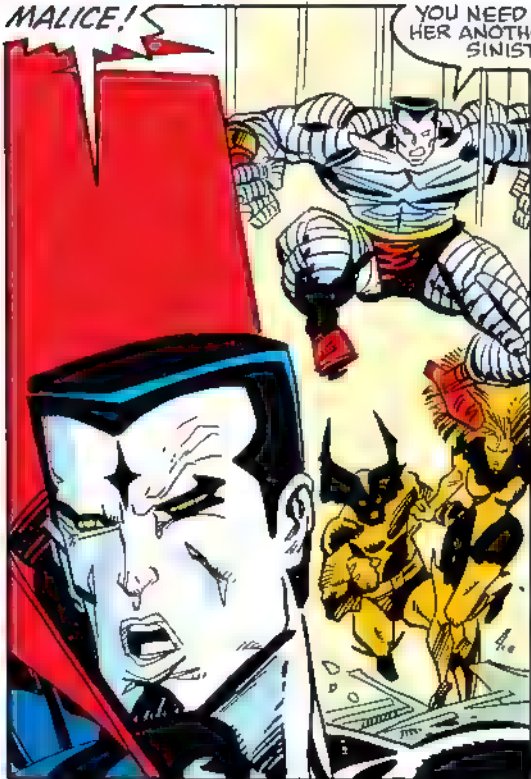
...MY
TARGET!

UNGH!

THOK!
TOK!
THOK!

MALICE!

YOU NEED NOT GIVE
HER ANOTHER THOUGHT,
SINISTER!



BETTER
DO YOUR
WORRYIN'
'BOUT
YOURSELF!



AN
EXCELLENT
EFFORT!

WHRAM!



BUT
DOOMED TO
FAILURE!

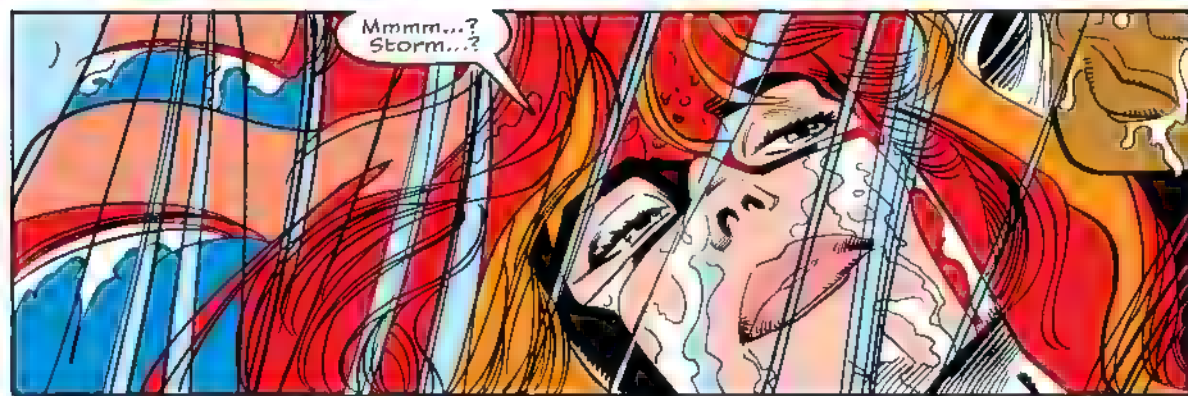
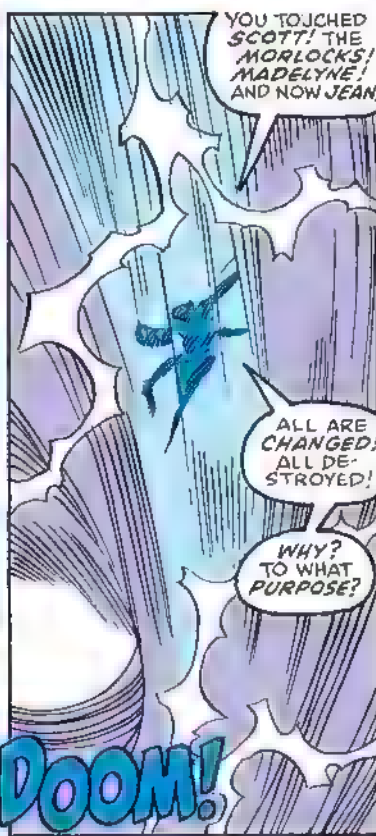
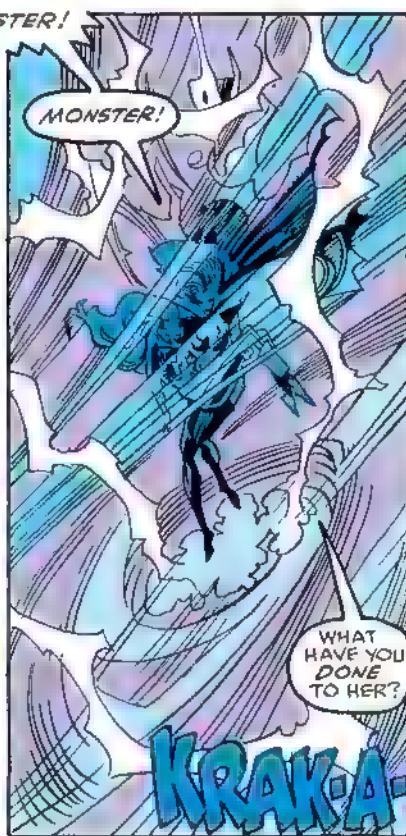
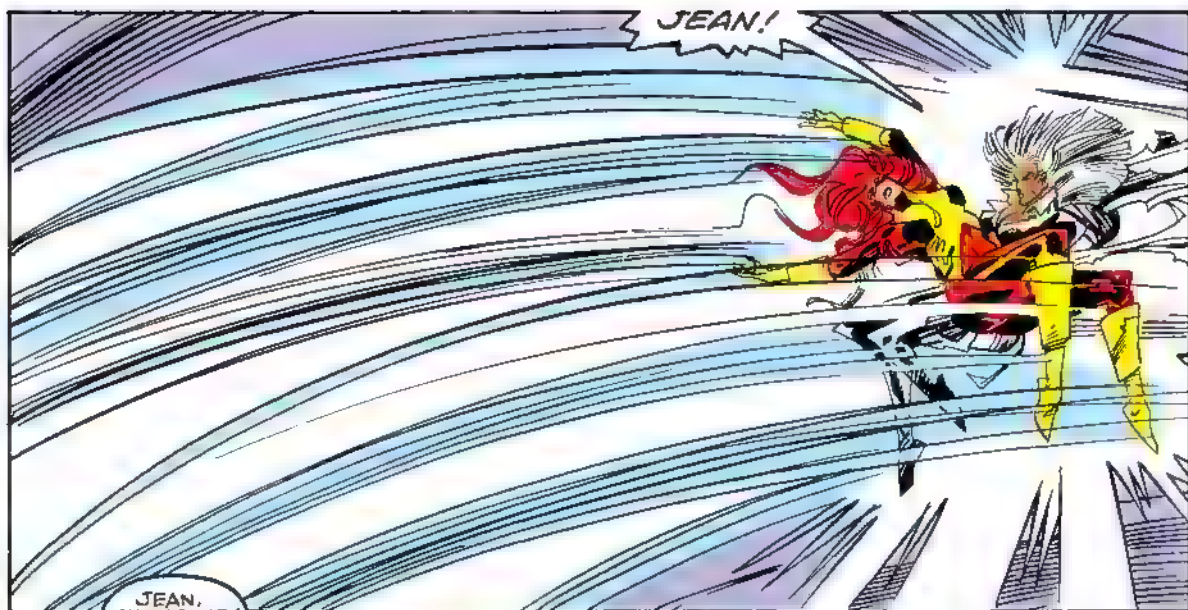
SHRAKT!

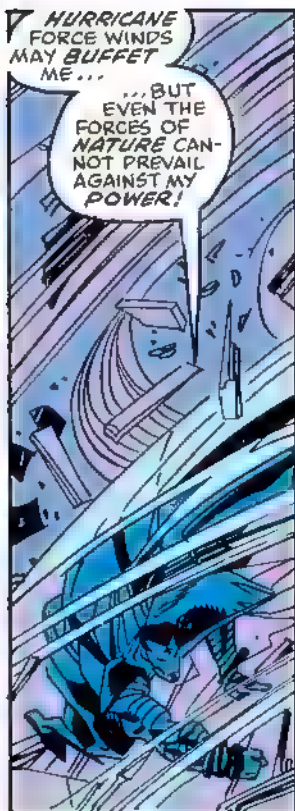
THERE
GOES
YOUR
"PRIZE"
SINISTER!



WAY
TA GO,
STORM!

FWSHOOSH!





HURRICANE
FORCE WINDS
MAY BUFFET
ME...

...BUT
EVEN THE
FORCES OF
NATURE CAN-
NOT PREVAIL
AGAINST MY
POWER!



STORM MAY BE
OVERREACTING...
JUST A BIT-- BUT
I'LL SAY THIS
FOR HER...

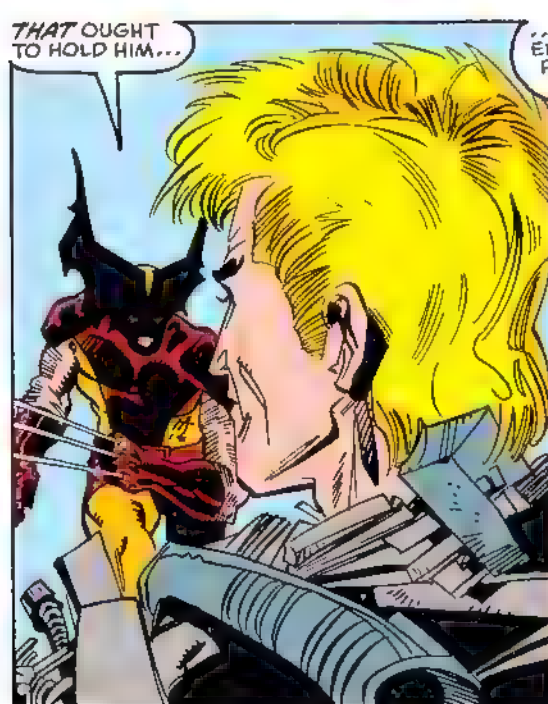
SHE'S PUT
MORE THAN
ENOUGH
MOISTURE
IN THE AIR...

CLIK!



...FOR ME
TO DO MY
THING!

SINISTER--
ON ICE!

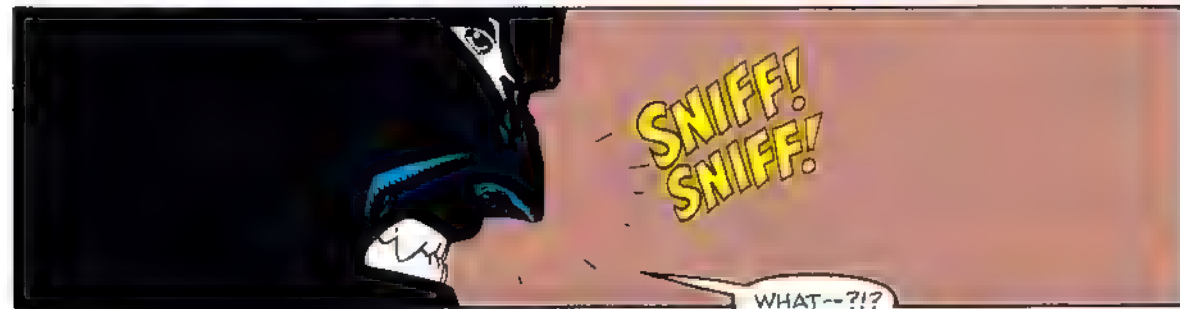


THAT OUGHT
TO HOLD HIM...

... LONG
ENOUGH
FOR ME
TA--

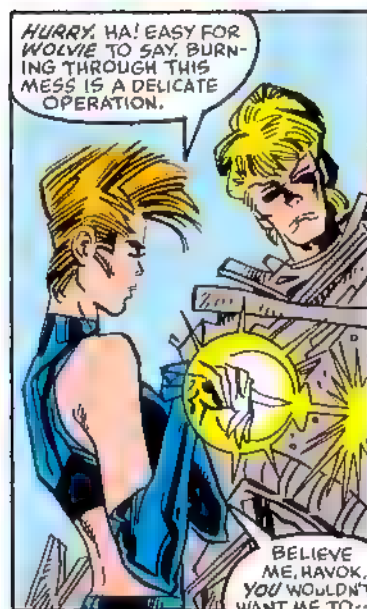
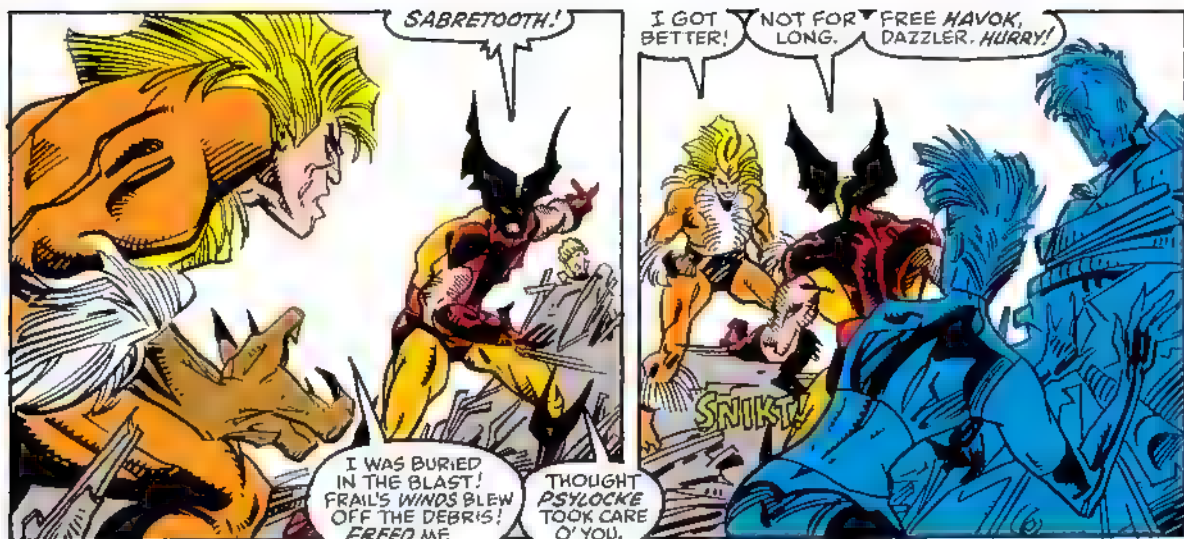


SLASH!



SNIFF!
SNIFF!

WHAT--?!?



"... DEAL WITH YOUR BROTHER."

WELL,
WELL,
WELL...

LOOK AT POOR SCOTT,
ALL HELPLESS! WHAT'S
THE MATTER, BROTHER
OF MINE?

DON'T YOU HAVE
ANY MORE GIRLS
TO PLAY WITH?
DID YOU RUN OUT
OF REDHEADS?

OR DID YOU JUST
RUN OUT ON THEM?

STOP IT
ALEX! WHAT'S
THE MATTER
WITH YOU?

WITH ME? I'M NOT
THE PROBLEM! SINISTER'S
THE PROBLEM! LOOK
WHAT HE DID TO MADELYNE...
WANTS TO DO TO
US ALL.

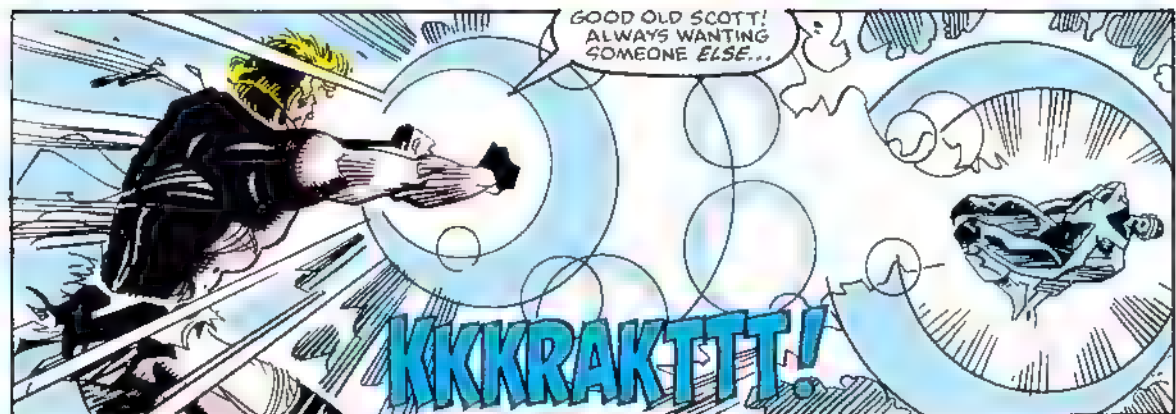
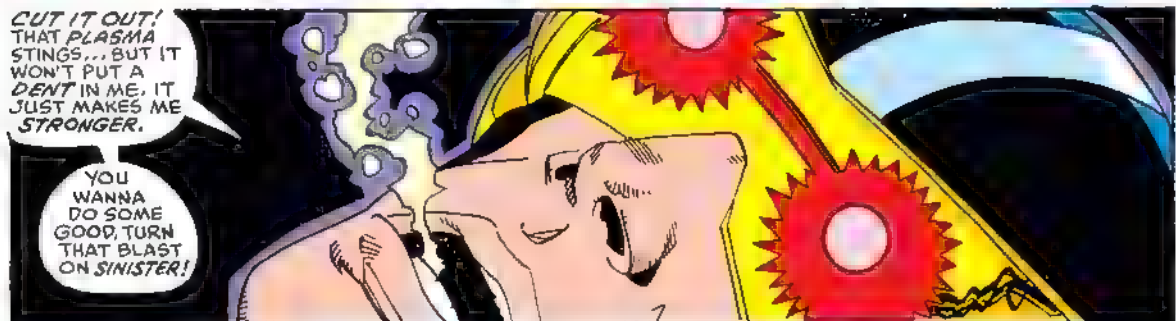
YOU COULD'VE
STOPPED HIM,
BRO. YOU COULD'VE
STOPPED A LOT
OF THINGS.



BUT YOU
DIDN'T 'CAUSE
YOU'RE SINISTER'S
LITTLE PET! HIS
PUPPET! HIS
CHICKEN!

CUT IT OUT!
THAT PLASMA
STINGS... BUT IT
WON'T PUT A
DENT IN ME. IT
JUST MAKES ME
STRONGER.

YOU
WANNA
DO SOME
GOOD, TURN
THAT BLAST
ON SINISTER!



GOOD OLD SCOTT!
ALWAYS WANTING
SOMEONE ELSE...



...TO DO
YOUR DIRTY
WORK!

FOOLS!
ICE WILL
NOT HOLD
ME!

SINISTER'S
FREE!

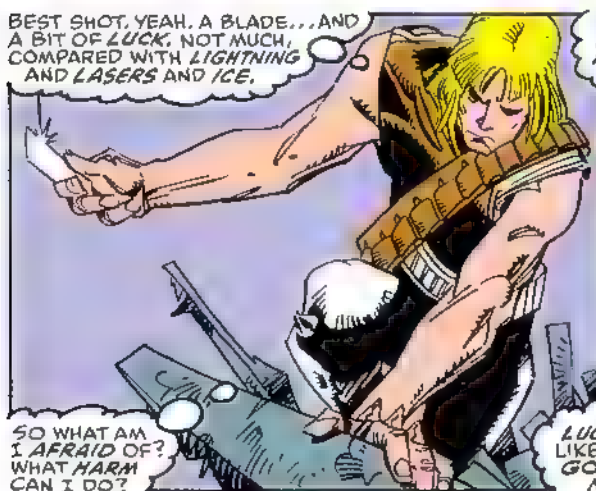
ATTACK
HIM NOW!



WE CAN WAIT
NO LONGER!

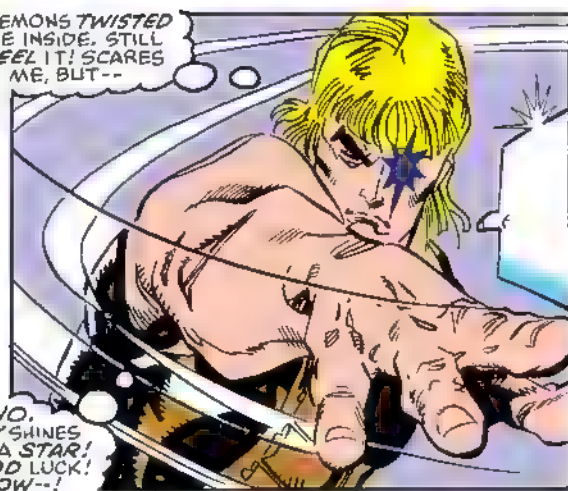
KRAK-THOOM!

YO, LONGSHOT!
WHAT'RE YOU
WAITIN' FOR?
GIVE IT YOUR
BEST SHOT!



BEST SHOT, YEAH. A BLADE...AND
A BIT OF LUCK. NOT MUCH,
COMPARED WITH LIGHTNING
AND LASERS AND ICE.

SO WHAT AM
I AFRAID OF?
WHAT HARM
CAN I DO?



DEMONS TWISTED
ME INSIDE. STILL
FEEL IT! SCARES
ME, BUT--

NO,
LUCK SHINES
LIKE A STAR!
GOOD LUCK!
NOW--!



AH... LONGSHOT!



I HAD ALMOST FORGOTTEN YOU!

SHRAKTT!

NO! LEAVE HIM ALONE--

AARGH!

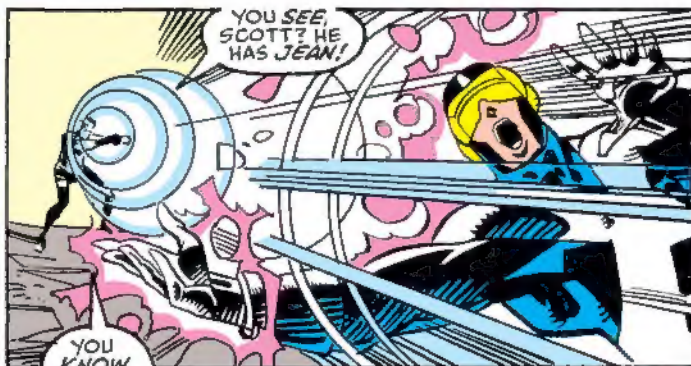


HE WAS AIMING FOR ME! HE HIT HER!

MY LUCK TURNED SOUR. I BETRAYED THEM... WHEN THEY NEEDED ME MOST!



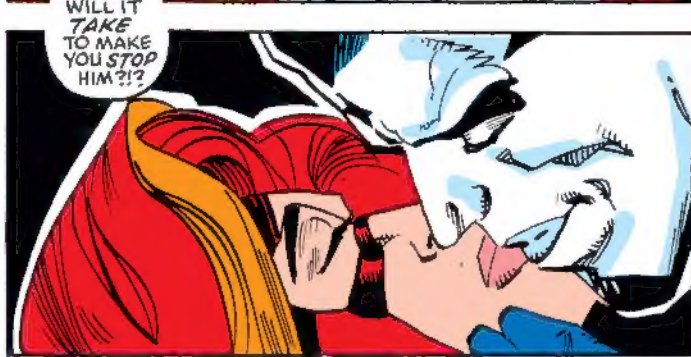
EXCELLENT, LONGSHOT! EXCELLENT!



YOU SEE, SCOTT? HE HAS JEAN!



YOU KNOW WHAT HE'LL DO TO HER!



WHAT WILL IT TAKE TO MAKE YOU STOP HIM?!?





BUT THE X-MEN
AND X-FACTOR
HAVE DIFFERENT
ROLES TO PLAY...

...IN MAKING
THAT DREAM
COME TRUE.



THERE, LONGSHOT,
YOU SEE? IT LOOKED
LIKE BAD LUCK...

...BUT IF
YOU HADN'T
SUCKERED
SINISTER, HE
WOULDN'T
HAVE HIT
JEAN, AND
SCOTT
WOULDN'T
HAVE...

YOU KNOW...
EVER SINCE
I CAME TO
XAVIER'S, I
FELT THERE
WAS SOME-
THING...
WRONG
WITH ME.

SOMETHING
...TWISTED...
BEYOND MY
CONTROL..

THEY'RE...
GONE.



IT DROVE ME...TO
COMBAT IT. TO BE THE
PERFECT LEADER. THE
PERFECT HERO.

THEN MADELYNE
CAME...AND I FAILED
...IN EVERY WAY.

I KNOW.
IT ALMOST
DROVE YOU
MAD.

EVENTUALLY, I
BLAMED XAVIER,
I THOUGHT HIS
EARLY TRAINING
HAD SOMEHOW...
WARPED ME.

AND NOW YOU KNOW
THE TRUTH.



YOU WERE A CHILD
WHEN SINISTER TOOK
YOU... DAMAGED YOU.
YOU COULD HAVE
GIVEN IN. LET HIM
DESTROY YOU.

BUT YOU
FOUGHT...
SO HARD...TO
BECOME WHAT
YOU ARE. THE
COURAGE IT
MUST HAVE
TAKEN...

PROBABLY
JUST TOO DUMB
TO KNOW WHEN
I'M LICKED.

THAT'S THE
CYKE WE KNOW
AND LOVE. WE
SAVED LITTLE
CHRISTOPHER. AND
ALL THE OTHERS
SINISTER WOULD
HAVE DESTROYED.

IT'S A WHOLE
NEW WORLD
OUT THERE,
X-FACTOR!
LET'S MAKE
THE MOST
OF IT!

NANNY & The ORPHAN-MAKER in
DUST TO DUST!

X-MEN